

EXHIBIT B

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In Re	:	Chapter 11
	:	
MOTORS LIQUIDATION COMPANY, <i>et al.</i>,	:	Case No. 09-50026 (REG)
	:	(Jointly Administered)
	:	
Debtors.	:	Hon. Robert E. Gerber
	:	
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**ORDER AUTHORIZING REJECTION OF CERTAIN PERSONAL PROPERTY
AGREEMENTS AND/OR ABANDONMENT OF EQUIPMENT**

Upon the Motion by Debtors for Entry of Order Authorizing Rejection of Certain Personal Property Agreements and/or Abandonment of Equipment, dated October 30, 2009 (the “**Motion**”),¹ debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to sections 365 and 554 of title 11, United States Code (the “**Bankruptcy Code**”), request entry of an order authorizing the rejection of certain unexpired leases of personal property and related agreements and/or for abandonment of certain equipment, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York of Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided, it appearing that no

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion (the “**Hearing**”); and upon the record of the Hearing and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore, it is ORDERED THAT

1. The Motion is granted as provided herein.
2. This Order is without prejudice to the rights of the Debtors or any parties in interest regarding the characterization of the Agreements as leases of personal property or as disguised secured financing arrangements.
3. The Agreements are deemed rejected as of October 30, 2009 *nunc pro tunc*.
4. If the Agreements are later determined to be disguised secured financing arrangements and not leases of personal property, the Equipment is deemed abandoned pursuant to section 554 of the Bankruptcy Code as of October 30, 2009 *nunc pro tunc*.
5. This Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: _____, 2009
New York, New York

UNITED STATES BANKRUPTCY JUDGE